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*Counsel for Ally Financial Inc.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	)	
	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered

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**DECLARATION OF RAY C. SCHROCK PURSUANT TO  
THE COURT'S ORDER REQUIRING ADDITIONAL SUBMISSIONS  
FOR ALLY FINANCIAL INC.'S MOTION FOR AN ORDER ENFORCING  
THE CHAPTER 11 PLAN INJUNCTION AND ATTORNEYS' FEES AND COSTS**

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I, Ray C. Schrock, P.C., under penalty of perjury, declare as follows:<sup>1</sup>

1. I am a partner in the law firm of Kirkland & Ellis LLP ("**K&E**"), located at 601 Lexington Avenue, New York, New York 10022. I am a member in good standing of the Bars of the State of New York and Illinois. There are no disciplinary proceedings pending against me in any jurisdiction.

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<sup>1</sup> This Declaration is submitted pursuant to the Court's *Order Requiring Additional Submissions for Ally Financial Inc.'s Motion for an Order Enforcing the Chapter 11 Plan Injunction and Attorneys' Fees and Costs* [ECF No. 6961] (the "**Additional Submission Order**") and in connection with *Ally Financial Inc.'s Motion for an Order Enforcing the Chapter 11 Plan Injunction* [ECF No. 6827] (the "**Motion**"). Capitalized terms used but not defined in this Declaration have the meanings given to such terms in the Motion.

2. Ally Financial Inc. (“**AFI**” together with its non-debtor subsidiaries and affiliates, collectively, “**Ally**”) engaged K&E to provide legal services in connection with these chapter 11 cases and related matters.

3. Ally instructed K&E to prepare and file the Motion, and K&E did so on April 25, 2014. At the Court’s hearing on the Motion, the Court instructed Ally to file an affidavit evidencing its fees and costs incurred in connection with the preparation of the Motion.

4. The below chart provides the following information in response to the Court’s instructions and pursuant to the Additional Submission Order: (a) name of individual performing services; (b) such individual’s position with K&E and year first admitted to practice, if applicable; (c) such individual’s department within K&E; (d) such individual’s hourly billing rate; (e) number of hours billed by such individual in connection with the Motion; and (f) the total cost for such individual’s services.

Attorney	Position with K&E and Year Admitted		Department	Hourly Billing Rate	Total Billed Hours	Total Cost
Justin Bernbrock	Associate	2012	Restructuring	\$520.00	5.7	\$2,964.00
Judson Brown	Partner	2004	Litigation	\$840.00	5.0	\$4,200.00
Jacob Goldfinger	Paralegal	N/A	Restructuring	\$320.00	5.8	\$1,856.00
Ray C. Schrock, P.C.	Partner	1998	Restructuring	\$1,060.00	1.0	\$1,060.00
Jodi Wu	Associate	2011	Litigation	\$665.00	4.7	\$3,125.50
<b>Total</b>					<b>22.2</b>	<b>\$13,205.50</b>

5. In addition to the foregoing amounts, I am informed and believe that Ally incurred legal fees from Severson & Werson—Ally’s litigation counsel in the underlying lawsuit—of \$163.20 in connection with the preparation of the Motion.

6. Based on the above, Ally incurred **\$13,368.70** in connection with the preparation of the Motion.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated: May 22, 2014  
New York, New York

/s/ Ray C. Schrock, P.C.  
Ray C. Schrock, P.C.  
Partner, Kirkland & Ellis LLP